

# Exhibit B

ARTICLES OF INCORPORATION  
CERTIFICATE OF AUTHORITY FOR THE STATE OF ILLINOIS  
AND  
ASSUMED NAME REGISTRATION

# State of Maine



## Department of the Secretary of State

*I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the of organization, amendment and dissolution of corporations and annual reports filed by the same.*

*I further certify that TELECOM MANAGEMENT, INC., formerly PAYPHONE MANAGEMENT, INC. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is February 22, 1995.*

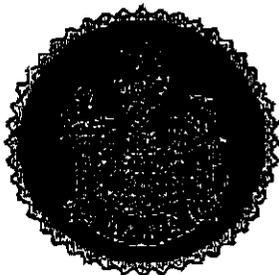
*I further certify that on:*

<i>February 22, 1995</i>	<i>ARTICLES OF INCORPORATION were filed.</i>
<i>March 18, 1998</i>	<i>MERGER was filed.</i>
<i>December 10, 1998</i>	<i>CHANGE OF CLERK AND REGISTERED OFFICE was filed.</i>
<i>December 30, 1998</i>	<i>ASSUMED NAME was filed.</i>
<i>June 27, 2001</i>	<i>CHANGE OF LEGAL NAME was filed.</i>

*No further amendments have been filed to date.*

*I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.*

*In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this tenth day of April 2002.*



**DAN GWADOSKY**

*Secretary of State*



Minimum Fee \$105. See §1403 for proper filing fee.

File No. 19951697 D Pages 2  
 Fee Paid \$ 105.00  
 DCN 1950581300002 ARTI  
 FILED  
 02/22/1995

*Hary Cooper*  
 Deputy Secretary of State

A True Copy When Attested By Signature

*Hary Cooper*  
 Deputy Secretary of State

Pursuant to 13-A M.R.S.A. §403, the undersigned, acting as incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation:

**FIRST:** The name of the corporation is Payphone Management, Inc.  
 and its principal business location in Maine is Wells Plaza West #16, Wells, ME 04090  
(physical location - street (not P.O. Box), city, state and zip code)

**SECOND:** The name of its Clerk, who must be a Maine resident, and the registered office shall be:  
Bruce M. Read, Esq., Shepard & Read, P.A.  
(name)  
171 Port Road, Key Bank Building, 2nd Floor, Kennebunk, ME 04043  
(physical location - street (not P.O. Box), city, state and zip code)  
P.O. Box 1092, Kennebunkport, ME 04046  
(mailing address if different from above)

**THIRD:** ("X" one box only)  
 A. 1. The number of directors constituting the initial board of directors of the corporation is \_\_\_\_\_ (See §703.1.A.)

2. If the initial directors have been selected, the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
_____	_____
_____	_____
_____	_____

3. The board of directors  is  is not authorized to increase or decrease the number of directors.  
 4. If the board is so authorized, the minimum number, if any, shall be \_\_\_\_\_ directors, (See §703.1.A.) and the maximum number, if any, shall be \_\_\_\_\_ directors.

B. There shall be no directors initially; the shares of the corporation will not be sold to more than twenty (20) persons; the business of the corporation will be managed by the shareholders. (See §701.2.)

CJR

FOURTH: ("X" one box only)

There shall be only one class of shares (title of class) COMMON

Par value of each share (if none, so state) none Number of shares authorized 2,000

There shall be two or more classes of shares. The information required by §403 concerning each such class is set out in Exhibit      attached hereto and made a part hereof.

SUMMARY

The aggregate par value of all authorized shares (of all classes) having a par value is \$ 0

The total number of authorized shares (of all classes) without par value is 2,000 shares

FIFTH: ("X" one box only) Meetings of the shareholders  may  may not be held outside of the State of Maine.

SIXTH: ("X" if applicable)  There are no preemptive rights.

SEVENTH: Other provisions of these articles, if any, including provisions for the regulation of the internal affairs of the corporation, are set out in Exhibit      attached hereto and made a part hereof.

INCORPORATORS

*Peter Bouchard*  
(signature)

Peter Bouchard  
(type or print name)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(type or print name)

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(type or print name)

DATED 2/2/95

Street Wells Plaza West #16  
(residence address)

Wells, ME 04090  
(city, state and zip code)

Street \_\_\_\_\_  
(residence address)

\_\_\_\_\_  
(city, state and zip code)

Street \_\_\_\_\_  
(residence address)

\_\_\_\_\_  
(city, state and zip code)

For Corporate Incorporators\*

Name of Corporate Incorporator \_\_\_\_\_

By \_\_\_\_\_  
(signature of officer)

\_\_\_\_\_  
(type or print name and capacity)

Street \_\_\_\_\_  
(principal business location)

\_\_\_\_\_  
(city, state and zip code)

\*Articles are to be executed as follows:  
If a corporation is an incorporator (§402), the name of the corporation should be typed and signed on its behalf by an officer of the corporation. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

SUBMIT COMPLETED FORMS TO: SECRETARY OF STATE, STATION #101, AUGUSTA, ME 04333-0101  
ATTN: CORPORATE EXAMINING SECTION  
TEL. (207) 287-4195



Minimum Fee \$105. See §1403 for proper filing fee.

File No. 19952186 D Pages 2  
 Fee Paid \$ 105.00  
 DCN 1951101200002 ARTI  
 FILED  
 04/20/1995

1995-11-11 08:48:00 - 08:48:00

*Harry Cooper*  
 Deputy Secretary of State

A True Copy When Attested By Signature

*Harry Cooper*  
 Deputy Secretary of State

Pursuant to 13-A MRSA §403, the undersigned, acting as incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation:

**FIRST:** The name of the corporation is PRB, INC.  
 and its principal business location in Maine is Wells Plaza West #16, Wells, ME 04090  
(physical location - street (not P.O. Box), city, state and zip code)

**SECOND:** The name of its Clerk, who must be a Maine resident, and the registered office shall be:  
Bruce M. Read, Esq., Shepard & Read, P.A.  
(name)  
171 Port Road, Key Bank Building, 2nd Floor, Kennebunk, ME 04043  
(physical location - street (not P.O. Box), city, state and zip code)  
P.O. Box 1092, Kennebunkport, ME 04046  
(mailing address if different from above)

**THIRD:** ("X" one box only)  
 A. 1. The number of directors constituting the initial board of directors of the corporation is \_\_\_\_\_ (See §703.1.A.)

2. If the initial directors have been selected, the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
_____	_____
_____	_____
_____	_____

3. The board of directors  is  is not authorized to increase or decrease the number of directors.

4. If the board is so authorized, the minimum number, if any, shall be \_\_\_\_\_ directors, (See §703.1.A.) and the maximum number, if any, shall be \_\_\_\_\_ directors.

**NEW**

B. There shall be no directors initially; the shares of the corporation will not be sold to more than twenty (20) persons; the business of the corporation will be managed by the shareholders. (See §701.2.)

FOURTH: ("X" one box only)

There shall be only one class of shares (title of class) COMMON

Par value of each share (if none, so state) none Number of shares authorized 2,000

There shall be two or more classes of shares. The information required by §403 concerning each such class is set out in Exhibit        attached hereto and made a part hereof.

SUMMARY

The aggregate par value of all authorized shares (of all classes) having a par value is \$ 0

The total number of authorized shares (of all classes) without par value is 2,000 shares

FIFTH: ("X" one box only) Meetings of the shareholders  may  may not be held outside of the State of Maine.

SIXTH: ("X" if applicable)  There are no preemptive rights.

SEVENTH: Other provisions of these articles, if any, including provisions for the regulation of the internal affairs of the corporation, are set out in Exhibit        attached hereto and made a part hereof.

INCORPORATORS

DATED 2/2/95

*Pete Bouchard*  
(signature)

Street Wells Plaza West #16  
(residence address)

Pete Bouchard  
(type or print name)

Wells, ME 04090  
(city, state and zip code)

\_\_\_\_\_  
(signature)

Street \_\_\_\_\_  
(residence address)

\_\_\_\_\_  
(type or print name)

\_\_\_\_\_  
(city, state and zip code)

\_\_\_\_\_  
(signature)

Street \_\_\_\_\_  
(residence address)

\_\_\_\_\_  
(type or print name)

\_\_\_\_\_  
(city, state and zip code)

For Corporate Incorporators\*

Name of Corporate Incorporator \_\_\_\_\_

By \_\_\_\_\_  
(signature of officer)

Street \_\_\_\_\_  
(principal business location)

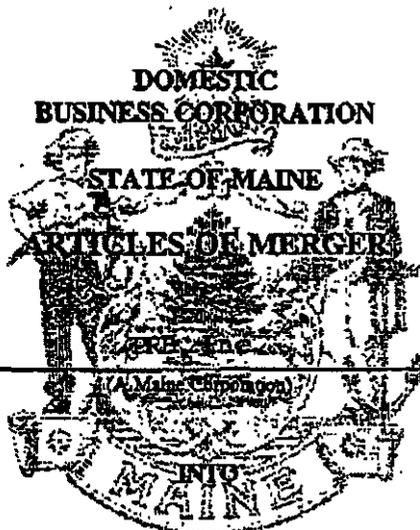
\_\_\_\_\_  
(type or print name and capacity)

\_\_\_\_\_  
(city, state and zip code)

\*Articles are to be executed as follows:

If a corporation is an incorporator (§402), the name of the corporation should be typed and signed on its behalf by an officer of the corporation. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

SUBMIT COMPLETED FORMS TO: SECRETARY OF STATE, STATION #101, AUGUSTA, ME 04333-0101  
ATTN: CORPORATE EXAMINING SECTION



Payphone Management, Inc.  
(A Maine Corporation)

Minimum Fee \$80 (See §1401 sub-§17)

File No. 19951697 D	Pages 6
19952186 D	
Fee Paid \$ 80.00	
DCN 1980831300019	MERG
FILED	
03/18/1998	
<i>Kenneth B. Kelleher</i>	
Deputy Secretary of State	
A True Copy When Attested By Signature	
<i>Kenneth B. Kelleher</i> Deputy Secretary of State	

1198084/000/00/010.000

Pursuant to 13-A M.R.S.A. §903, the board of directors of each participating corporation approve and the undersigned corporations, adopt the following Articles of Merger:

- FIRST:** The plan of merger is set forth in Exhibit A attached hereto and made a part hereof.
- SECOND:** As to each participating corporation, the shareholders of which voted on such plan of merger, the number of shares outstanding and the number of shares entitled to vote on such plan, and the number of such shares voted for and against the plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Number of Shares Entitled to Vote	NUMBER Voted For	NUMBER Voted Against
PRB, Inc.	100	100	100	0
Payphone Management, Inc.	100	100	100	0

**THIRD:** If the shares of any class were entitled to vote as a class, the designation and number of the outstanding shares of each such class, and the number of shares of each such class voted for and against the plan, are as follows:

Name of Corporation	Designation of Class	Number of Shares Outstanding	NUMBER Voted For	NUMBER Voted Against
N/A				

*(Include the following paragraph if the merger was authorized without the vote of the shareholders of the surviving corporation. Omit if not applicable.)*

**FOURTH:** The plan of merger was adopted by the participating corporation which is to become the surviving corporation in the merger without any vote of its shareholders, pursuant to section 902, subsection 5. The number of shares of each class outstanding immediately prior to the effective date of the merger, and the number of shares of each class to be issued or delivered pursuant to the plan of merger of the surviving corporation are set forth as follows:

Designation of Class	Number of Shares Outstanding Immediately Prior to Effective Date of Merger	Number of Shares to Be Issued Or Delivered Pursuant to the Merger
N/A		

**FIFTH:** The address of the registered office of the surviving corporation in the State of Maine is \_\_\_\_\_  
 P.O. Box 1092, Kennebunkport, ME 04046  
~~56 Portland Road, Kennebunk, Maine 04043~~  
 \_\_\_\_\_  
 (street, city, state and zip code)

The address of the registered office of the merged corporation in the State of Maine is \_\_\_\_\_  
 P.O. Box 1092, Kennebunkport, ME 04046  
~~56 Portland Road, Kennebunk, Maine 04043~~  
 \_\_\_\_\_  
 (street, city, state and zip code)

**SIXTH:** Effective date of the merger (if other than date of filing of Articles) is March 18, 1998  
 \_\_\_\_\_  
 (Not to exceed 60 days from date of filing of the Articles)

**DATED** March 17, 1998

Payphone Management, Inc.  
 (surviving corporation)

**MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS**  
 I certify that I have custody of the minutes showing the above action by the shareholders.  
Payphone Management, Inc.  
 (name of corporation)  
Paul F. Driscoll  
 (signature of clerk, secretary or asst. secretary)

\*By [Signature]  
 (signature)

Peter R. Bouchard, President  
 (type or print name and capacity)

\*By Paul F. Driscoll  
 (signature)

Paul F. Driscoll, Secretary  
 (type or print name and capacity)

**DATED** March 17, 1998

PRB, Inc.  
 (merged corporation)

**MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS**  
 I certify that I have custody of the minutes showing the above action by the shareholders.  
PRB, Inc.  
 (name of corporation)  
Paul F. Driscoll  
 (signature of clerk, secretary or asst. secretary)

\*By [Signature]  
 (signature)

Peter R. Bouchard, President  
 (type or print name and capacity)

\*By Paul F. Driscoll  
 (signature)

Paul F. Driscoll, Secretary  
 (type or print name and capacity)

\*This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice-president *and* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holders of all of the outstanding shares of the corporation.

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
 101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101  
 TEL. (207) 287-4195**

JOINT PLAN OF MERGER

AGREEMENT OF MERGER BETWEEN PRB, INC. AND  
PAYPHONE MANAGEMENT, INC.

WITH PAYPHONE MANAGEMENT, INC.  
AS SURVIVING CORPORATION

WHEREAS, Payphone Management, Inc. (hereinafter the "Surviving Corporation"), is a Maine corporation with its principal place of business in Scarborough, County of Cumberland and State of Maine, and has authorized capital stock of two thousand (2,000) shares at no par value, of which one hundred (100) shares are issued and outstanding; and

WHEREAS, PRB, Inc. (hereinafter the "Merged Corporation"), is a Maine corporation with its principal place of business in Scarborough, County of Cumberland and State of Maine and has authorized capital stock of two thousand (2,000) shares at no par value, of which one hundred (100) shares are issued and outstanding; and

WHEREAS, The Surviving Corporation and the Merged Corporation are each organized as a "close corporation" without a Board of Directors in accordance with the provisions of 13-A M.R.S.A. § 701(2)(A); and

WHEREAS, it is desirable for the benefit of both the Surviving Corporation and the Merged Corporation and for their stockholders that the Surviving Corporation and the Merged Corporation, with business and assets of all parties, be merged into one corporation to be known as "Payphone Management, Inc.";

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree in accordance with the applicable provisions of the laws of the State of Maine, in particular 13-A M.R.S.A. § 901, and in accordance with Section 368 of the Internal Revenue Code to complete a Type "A" Statutory Merger, as follows:

1. Merger. The Merged Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation does hereby merge the Merged Corporation with and into itself on and after the effective date of this Joint Plan of Merger on the following terms and conditions:

(a) Payphone Management, Inc. shall be the Surviving Corporation and continue to exist as a domestic corporation under the laws of the State of Maine, with all of the rights and obligations of a surviving corporation as provided in 13-A M.R.S.A. § 905.

(b) PRB, Inc., as Merged Corporation, shall cease to exist (except as otherwise provided for specific purposes provided in Maine law) and its property shall become the property of the Surviving Corporation.

2. Articles of Incorporation and By-Laws. The Articles of Incorporation and By-Laws of Payphone Management, Inc. shall continue as the Articles of Incorporation and By-Laws of the Surviving Corporation.

3. Name of Surviving Corporation. After the merger contemplated hereby is effective, the name of the Surviving Corporation shall remain "Payphone Management, Inc."

4. Officers. The officers of Payphone Management, Inc. shall be the officers of the Surviving Corporation until their successors are duly elected and qualified in accordance with the By-Laws of the Surviving Corporation. In accordance with 13-A M.R.S.A. § 701(2)(A), the Surviving Corporation shall not have a Board of Directors but shall be managed by its shareholders.

5. Shares of Surviving Corporation. Each share of common stock of Payphone Management, Inc., on the effective date of the merger contemplated hereby shall thereupon, without further notice, become one share of common stock of the Surviving Corporation without the issuance or exchange of new shares or new share certificates.

6. Shares of Merged Corporation. Each share of PRB, Inc., on the effective date of the merger contemplated hereby, shall thereupon without further notice, become one share of common stock of Payphone Management, Inc., the Surviving Corporation, and new shares or new share certificates shall be issued replacing the shares of the Merged Corporation.

7. Effective Date. The merger contemplated by this Joint Plan of Merger shall be effective on the later to occur of March 17, 1998 or the date the Secretary of State of the State of Maine, Corporations Division, approves Articles of Merger for the merger of the Merged Corporation into the Surviving Corporation as contemplated hereby.

8. Approval. This Joint Plan of Merger shall be submitted to the shareholders of Pay Phone Management, Inc. and PRB, Inc. pursuant to the provisions of 13-A M.R.S.A. § 901 for approval. If such approval is obtained, the proper officers of each of corporation shall and are hereby authorized and directed to perform all further acts to execute and deliver to the proper authorities all documents for filing which may be necessary or proper to render effective the merger contemplated hereby.

9. Shareholders. Upon the completion of this merger, the following shall constitute the Shareholders of the Surviving Corporation:

Peter R. Bouchard	200 shares (representing 100 % of the issued and outstanding shares)
-------------------	--

IN WITNESS WHEREOF, the Payphone Management, Inc. and PRB, Inc. have caused this Joint Plan of Merger to be executed in their corporate names and sealed with their corporate seals, by their respective Presidents, thereunto duly authorized, this 17th day of March, 1998.

*Paul J. Brown*  
Witness

PAYPHONE MANAGEMENT, INC.

By: *Peter R. Bouchard*  
Peter R. Bouchard  
Its President

*James F. Small*

\_\_\_\_\_  
Witness

PRE, INC.

By: *Peter B. Bouchard*

\_\_\_\_\_  
Peter B. Bouchard  
Its President

BUSINESS CORPORATION  
 STATE OF MAINE  
 STATEMENT OF INTENTION  
 TO DO BUSINESS  
 UNDER AN ASSUMED NAME

Filing Fee \$105.00

File No. 19952186 D Pages 2  
 Fee Paid \$ 105.00  
 DCH 1972411500053 ANME  
 FILED  
 08/28/1997

*Nancy B. Kelleher*  
 Deputy Secretary of State

A True Copy When Attested By Signatory

*Nancy B. Kelleher*  
 Deputy Secretary of State

1197245/088/08/048.008

PRB., Inc. d/ba/ Pioneer Telephone Corp.  
 (Name of Corporation)

Pursuant to 13-A MRSA §307, the undersigned, a corporation (incorporated under the laws of the State of Maine), ~~has been formed~~  
~~under the laws of the State of~~ ~~XXXXXXXXXXXXXXXXXXXX~~ ~~and whose principal office is located in~~ ~~XXXXXXXXXXXXXXXXXXXX~~ gives notice of its intention  
 to do business in this State under an assumed name.

**FIRST:** The corporation intends to transact business under the assumed name of \_\_\_\_\_  
Pioneer Communications

COMPLETE THE FOLLOWING IF APPLICABLE

**SECOND:** If such assumed name is to be used at fewer than all of the corporation's places of business in this State, the  
 location(s) where it will be used is (are):  
289 U.S. Route One, Scarborough, Maine 04074  
 \_\_\_\_\_  
 \_\_\_\_\_

**THIRD:** The address of the registered office of the corporation in the State of Maine is \_\_\_\_\_  
Bruce M. Read, 56 Portland Road, Kennebunk, Maine 04043  
 (street, city, state and zip code)

DATED August 20, 1997

\*By \_\_\_\_\_  
(signature)

[Signature]  
(Type or print name and capacity)

\*By Bruce M. Read, Clerk  
(signature)

\_\_\_\_\_  
(Type or print name and capacity)

*reality & power*

**\*This document MUST be signed by (1) the Clerk OR (2) the President or a vice-president *and* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holdings, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holdings of all of the outstanding shares of the corporation.**

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**

BUSINESS CORPORATION  
 STATE OF MAINE  
 STATEMENT OF INTENTION  
 TO DO BUSINESS  
 UNDER AN ASSUMED NAME

FRB., Inc. d/b/a Pioneer Telephone Corp.  
 (Name of Corporation)

Filing Fee \$105.00

File No. 19952166 D Pages 2  
 Fee Paid \$ 105.00  
 DCH 1972411500051 ANME  
 FILED  
 08/28/1997

*Nancy B. Kelleher*  
 Deputy Secretary of State

A True Copy When Attested By Signature

*Nancy B. Kelleher*  
 Deputy Secretary of State

1197245/000/00/046.000

Pursuant to 13-A MRSA §307, the undersigned, a corporation (incorporated under the laws of the State of Maine), (~~INCORPORATED~~  
~~AND AUTHORIZED TO DO BUSINESS IN MAINE~~), gives notice of its intention  
 to do business in this State under an assumed name.

**FIRST:** The corporation intends to transact business under the assumed name of \_\_\_\_\_  
Pioneer Long Distance

COMPLETE THE FOLLOWING IF APPLICABLE

**SECOND:** If such assumed name is to be used at fewer than all of the corporation's places of business in this State, the  
 location(s) where it will be used is (are):

289 U.S.Route One, Scarborough, Maine 04074

**THIRD:** The address of the registered office of the corporation in the State of Maine is \_\_\_\_\_  
Bruce M. Read, 56 Portland Road, Kennebunk, Maine 04043  
 (street, city, state and zip code)

DATED August 20, 1997

\*By \_\_\_\_\_  
(signature)

[Signature]  
(type or print name and capacity)

\*By Bruce M. Read, Clerk  
(signature)

\_\_\_\_\_  
(type or print name and capacity)

*Michael S. [unclear]*

**\*This document MUST be signed by (1) the Clerk OR (2) the President or a vice-president and the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holders of all of the outstanding shares of the corporation.**

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101  
TEL. (207) 287-4195**



DATED August 20, 1997

\*By \_\_\_\_\_  
(signature)  
Bruce M. Read  
(type or print name and capacity)

\*By Bruce M. Read, Clerk  
(signature)  
\_\_\_\_\_  
(type or print name and capacity)

*Wanda E. Keenan*

\*This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice-president *and* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holdere, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holdere of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

Filing Fee \$105.00

For Use By The Secretary of State

File No. ....

Fee Paid .....

C.B. ....

Date .....

File No. 19952186 D Pages 1

Fee Paid \$ 105.00

DCH 1962391600005 ANME

FILED

08/23/1996

STATE OF MAINE

STATEMENT OF INTENTION TO DO BUSINESS UNDER AN ASSUMED NAME.

*Mary Cooper*  
Deputy Secretary of State

A True Copy When Attested By Signature

*Mary Cooper*  
Deputy Secretary of State

196242/BBB/08/018-000

Pursuant to 13-A MRSA §307, the undersigned, a corporation (incorporated under the laws of the State of Maine), gives notice of its intention to do business in this State under an assumed name.

FIRST: The name of the corporation is PRB, Inc.

SECOND: The address of the registered office of the corporation in the State of Maine is Bruce M. Read, Esq., Hodsdon Road & Shepard, 56 Portland Road, Kennebunk, Maine 04043  
(street, city, state and zip code)

THIRD: The corporation intends to transact business under the assumed name of Pioneer Telephone Corporation

COMPLETE THE FOLLOWING IF APPLICABLE

FOURTH: If such assumed name is to be used at fewer than all of the corporation's places of business in this State, the location(s) where it will be used is (are):

Dated: August 22, 1996

By *Bruce M. Read*  
(signature)

Bruce M. Read, Esq., Clerk  
(type or print name and capacity)

By *[Signature]*  
(signature)

SSG  
(type or print name and capacity)

This document MUST be signed by (1) the Clerk OR (2) the President or a vice-president AND the Secretary, an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers, a majority of the directors or such directors designated by a majority of directors then in office OR (4) if no directors, the holders, or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the holders of all outstanding shares.

DOMESTIC  
BUSINESS CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT

(Shareholders Voting as One Class)

Payphone Management, Inc.

(Name of Corporation)

Minimum Fee \$35 (See §1401 sub-§15)

File No. 19951697 D Pages 3

Fee Paid \$ 35

DCN 2011831400022 LNME

FILED

06/27/2001

*Julie R. Flynn*  
Deputy Secretary of State

A True Copy When Attested By Signature

*Julie R. Flynn*  
Deputy Secretary of State

Pursuant to 13-A MRSA §§805 and 807, the undersigned corporation adopts these Articles of Amendment:

FIRST: All outstanding shares were entitled to vote on the following amendment as one class.

SECOND: The amendment set out in Exhibit A attached was adopted by the shareholders on (date) June 21, 2001  
("X" one box only)

at a meeting legally called and held OR  by unanimous written consent

THIRD: Shares outstanding and entitled to vote and shares voted for and against said amendment were:

<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
200	200	0

FOURTH: If such amendment provides for exchange, reclassification or cancellation of issued shares, the manner in which this shall be effected is contained in Exhibit B attached if it is not set forth in the amendment itself.

FIFTH: If the amendment changes the number or par values of authorized shares, the number of shares the corporation has authority to issue thereafter, is as follows:

<u>Class</u>	<u>Series (If Any)</u>	<u>Number of Shares</u>	<u>Par Value (If Any)</u>
--------------	------------------------	-------------------------	---------------------------

The aggregate par value of all such shares (of all classes and series) having par value is \$ \_\_\_\_\_

The total number of all such shares (of all classes and series) without par value is \_\_\_\_\_ shares

SIXTH: The address of the registered office of the corporation in the State of Maine is \_\_\_\_\_  
415 Congress Street, P.O. Box 4600, Portland, ME 04112  
(street, city, state and zip code)

DATED June 25, 2001

\*By Paul F. Driscoll  
(signature)  
Paul F. Driscoll, Clerk  
(type or print name and capacity)

**MUST BE COMPLETED FOR VOTE  
OF SHAREHOLDERS**  
I certify that I have custody of the minutes showing  
the above action by the shareholders.  
Paul F. Driscoll  
(signature of clerk, secretary or asst. secretary)

\*By \_\_\_\_\_  
(signature)  
\_\_\_\_\_  
(type or print name and capacity)

NOTE: This form should not be used if any class of shares is entitled to vote as a separate class for any of the reasons set out in §806, or because the articles so provide. For vote necessary for adoption see §805.

- \*This document **MUST** be signed by
- (1) the Clerk OR
  - (2) the President or a vice-pres. together with the Secretary or an ass't. sec., or a 2nd certifying officer OR
  - (3) if no such officers, then a majority of the Directors OR
  - (4) if no such directors, then the  HOLDERS of a majority of all outstanding shares OR
  - (5) the Holders of all of the outstanding shares.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101  
TEL. (207) 624-7740

EXHIBIT A

AMENDMENT TO ARTICLES OF INCORPORATION  
CHANGE OF NAME

By Unanimous Written Consent dated June 21, 2001, the corporation was authorized to and adopted the following change to Article FIRST of the Articles of Incorporation:

Former Name:

Payphone Management, Inc.

New Name:

Telecom Management, Inc.



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 26, 2001

6196-524-6

SHEREE G WEST  
NOWALSKY, BRONSTON & GOTHARD  
3500 N CAUSEWAY BLVD #1442  
METAIRIE, LA 70002

RE TELECOM MANAGEMENT, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**  
DEC 26 2001  
JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 12-26-01  
License Fee \$  
Franchise Tax \$ 25.00  
Filing Fee \$ 25.00  
Penalties \$  
Approved: \$ 100.00

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Telecom Management, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: SBA of America  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Maine

(b) Date of Incorporation: February 22, 1995

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 27 Gorham Rd.  
Scarborough, ME 04074

(b) Address of principal office in Illinois:  
(If none, so state)  
None

4. Name and address of the registered agent and registered office in Illinois.  
Registered Agent National Registered Agents, Inc.

	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>208 South LaSalle Street, Suite 1855</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Chicago, IL 60604</u>	<u>County of Cook</u>	
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
Maine

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	Susan Bouchard, 27 Gorham Rd.,	Scarborough,	ME	04074
Secretary	Susan Bouchard, 27 Gorham Rd.,	Scarborough,	ME	04074
Director	Susan Bouchard, 27 Gorham Rd.,	Scarborough,	ME	04074
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)  
 The sale of telecommunications services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common	-	No par	2,000	200

9. Paid-in Capital: \$ 1000.00  
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 100,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 1,000.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 350,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 10,000.00

11. Interrogatories: (Important – this section must be completed.)
- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 27 Gorham Rd., Scarborough, ME 04074  
 (b) Number of shares of all classes owned by residents of Illinois: None  
 (c) Number of shares of all classes owned by non-residents of Illinois: 200  
 (d) Is the corporation transacting business in this state at this time? No  
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 10/22/01 Telecom Management, Inc.  
 (Month & Day) (Year) (Exact Name of Corporation)

attested by Susan Bouchard Susan Bouchard  
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
 Susan Bouchard, Secretary by Susan Bouchard, President  
 (Type or Print Name and Title) (Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**APPLICATION TO ADOPT,  
CHANGE OR CANCEL,  
AN ASSUMED CORPORATE NAME**

File #

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-9520  
http://www.sos.state.il.us

**FILED**

DEC 26 2001

JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date

12-26-01

Filing Fee

\$120.00

Approved:

*[Signature]*

Remit payment in check or money  
order, payable to "Secretary of State".

1. CORPORATE NAME: TELECOM MANAGEMENT, INC.

2. State or Country of Incorporation: Maine

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation):  
12-26, 2001  
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:  
SBA of America

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 12-1, 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.  
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:  
NA

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 11, 2001  
(Month & Day) (Year)

Telecom Management, Inc.

(Exact Name of Corporation)

attested by *Paul Driscoll*  
(Signature of Secretary or Assistant Secretary)

by *Sue Bouchard*  
(Signature of President or Vice President)

Paul Driscoll, Secretary

(Type or Print Name and Title)

Sue Bouchard, President

(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

C-148.11 The fee to change an assumed name is \$25.



## OFFICE OF THE SECRETARY OF STATE

---

JESSE WHITE • Secretary of State

JANUARY 25, 2002

6196-524-6

NOWALSKY, BRONSTON & GOTHARD  
SHEREE G WEST  
3500 N CAUSEWAY BLVD #1442  
METAIRIE, LOUISIANA 70002

RE PIONEER TELEPHONE (420613)

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-4.15/4.20**

(Rev. Jan. 1999)

**APPLICATION TO ADOPT,  
CHANGE OR CANCEL,  
AN ASSUMED CORPORATE NAME**

File # 61965246

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-9520  
http://www.sos.state.il.us

Filed 1/25/2002

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date Filed 1/25/2002

Remit payment in check or money  
order, payable to "Secretary of State".



CP0420613

Filing Fee 120.00 EC

Approved: CF

1. CORPORATE NAME: ~~TELECOM MANAGEMENT, INC.~~ SBA OF AMERICA  
( FAS FOR TELECOM MANAGEMENT, INC.)

2. State or Country of Incorporation: Maine

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): ~~XXXXXXXXXX~~ 12-26-01, 1995  
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:  
Pioneer Telephone

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 12-01-01, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.  
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:  
N/A

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 11, 2001  
(Month & Day) (Year)

SBA OF AMERICA

~~TELECOM MANAGEMENT, INC.~~  
(Exact Name of Corporation)

attested by Paul Driscoll  
(Signature of Secretary or Assistant Secretary)

by Sue Bouchard  
(Signature of President or Vice President)

Paul Driscoll, Secretary  
(Type or Print Name and Title)

Sue Bouchard, President  
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

c-148.11 The fee to change an assumed name is \$25.